

## RECORD OF PROCEEDINGS

### REGULAR MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1

**HELD:** Wednesday, February 27, 2019, at 9:00 a.m., held at 9193 S. Jamaica Street, 4<sup>th</sup> Floor, Englewood, Colorado

#### **ATTENDANCE:**

A regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; a conference telephone was in use at the meeting location in compliance with C.R.S. 11-57-211 and 24-6-402-(1)(b), with the following directors present and acting:

Daniel Nickless  
Kent Pedersen  
Scott Custer  
Matt Thomas  
Vacant

Also, present: Matt Dalton, District Legal Counsel, Spencer and Fane; District Accountant John Simmons, Simmons and Wheeler (by phone); Michelle Miller, Shea Homes; Jennifer Waiton and Debbie Hessler, Lennar Homes; and, Angela Elliott, District Manager of Teleos Management Group.

#### **CALL TO ORDER:**

The Board noted that a quorum was present for the purpose of conducting a regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 9:04 a.m.

#### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:**

The Board noted that disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State and with the Board of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Board directed that said disclosures be incorporated herein.

**PUBLIC COMMENT:** None

#### **APPROVE THE AGENDA:**

Following discussion and upon motion duly made, seconded, upon vote and unanimously carried, the Board approved the agenda.

#### **APPROVAL OF MINUTES:**

The Board reviewed the minutes of the regular meeting held by the Joint Board of Directors of Whispering Pines Metropolitan District No. 1 and No. 2 on November 28,

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by Director Custer, upon vote and unanimously carried, the Board approved the minutes of the regular meeting held on November 28, 2018, and authorized Director Nickless to execute the minutes as constituting a true and correct record of the proceedings of the meeting.

**CONSIDER APPOINTMENT TO FILL BOARD VACANCY/QUALIFICATION OF BOARD MEMBER/OATH OF OFFICE/BOND**

District Counsel Dalton reported that the members of the Board are registered to vote in Colorado and are obligated to pay taxes under a contract to purchase real property within the boundaries of the District. District Counsel Dalton notified the Board that the public official position schedule bond had been obtained and that the Oath of Office had been administered and filed with the District Court.

Upon motion duly made, seconded and unanimously carried, Debbie Hessler was appointed to the Board as assistant secretary.

**FINANCIAL ITEMS:**

a. Ratify Payment of Claims. The Board received the Payment of Claims, check #'s 1893 to # 1936, totaling \$977,730.00 for ratification and approval of current claims in the amount of \$29,918.51, check #'s 1937 through # 1946.

Following discussion, on motion duly made by Director Pedersen, seconded by Director Custer, upon vote and unanimously carried, the Board ratified the payment of claims in the amount of \$977,730.00, ***subject to Shea and Tri Pointe approval of Draw request 59***, and approved the current payment of claims in the amount of \$29,738.57 (***less the two checks written to City of Aurora in the amount of \$179.94 to be voided***).

b. Financial Statement. Tabled.

**LEGAL MATTERS:** None.

**DIRECTOR MATTERS:** None.

**MANAGERS MATTERS:**

2019 Designated Posting Place:

Manager noted that at the first meeting of the year special districts are required by statute to identify an official posting location for notices of meetings of the Board of Directors.

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Following discussion and upon motion duly made, seconded, upon vote and unanimously carried, the Board approved the posting location at the Lennar Sales Model. Notices are also posted at Shea Homes and TriPointe model homes.

Ratification of 2019 Landscaping Contract:

Manager distributed the Keesen Landscaping Contract for maintenance, plant health and native weed control for 2019. Manager discussed the budget for 2019 was \$50,000 and Keesen's bid totals \$40,288.00. Manager also requested from Keesen an estimate on continuing Sampson Gulch Way from the roundabout south; the big park and around the clubhouse. All other District tracts will not be accepted until late Fall.

Following discussion upon motion duly made, seconded, upon vote and unanimously carried, the Board ratified the 2019 Landscaping Contract.

Social Committee Update: Committee requested \$10,000 for parties this year and are quite active in pursuing a social community. There is a Wine Tasting scheduled for March 9. They also plan to sell snacks during the summer and use for their pocket money.

Clubhouse update: Manager discussed with a budget of \$70,000 for 2019, it will be tight with needing to purchase dog stations, additional furniture/ping pong tables/all in one game table and possibly pigeon spikes.

Manager also discussed the cost of internet from Century link. Comcast never responded the many phone calls, so Management engaged Century for cable.

Following discussion, the Board directed Manager to wait on internet service and not to invest in pigeon spikes as they are not effective.

Further discussion followed on no gate to block off swim area due to TCO and fireplace and heat has not been functional since opening. The HVAC people were contacted to check out the system. Waner has been in contact with management to resolve both issues.

**OTHER BUSINESS: None**

**ADJOURNMENT:**

There being no further business to come before the Board of Directors at this time, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 9:40 a.m.

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The foregoing minutes constitutes a true and correct copy of the minutes of the joint meeting held on February 27, 2019 and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted,

  
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President

  
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Secretary for the Meeting

## RECORD OF PROCEEDINGS

### REGULAR MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1

**HELD:** Wednesday, April 24, 2019, at 9:00 a.m., held at 9193 S. Jamaica Street,  
4<sup>th</sup> Floor, Englewood, Colorado

#### **ATTENDANCE:**

A regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; a conference telephone was in use at the meeting location in compliance with C.R.S. 11-57-211 and 24-6-402-(1)(b), with the following directors present and acting:

Kent Pedersen  
Scott Custer  
Matt Thomas  
Debra Hessler  
Vacancy

Also, present: Matt Dalton, District Legal Counsel, Spencer and Fane (by phone); District Accountant John Simmons, Simmons and Wheeler (by phone); Michelle Miller, Shea Homes; Jennifer Waiton, Lennar Homes; Angela Elliott, District Manager of Teleos Management Group.

#### **CALL TO ORDER:**

The Board noted that a quorum was present for the purpose of conducting a regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 9:11 a.m.

#### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:**

The Board noted that disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State and with the Board of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Board directed that said disclosures be incorporated herein.

**PUBLIC COMMENT:** None.

#### **APPROVE THE AGENDA:**

Following discussion and upon motion duly made, seconded, upon vote and unanimously carried, the Board approved the agenda.

#### **ACKNOWLEDGMENT AND ACCEPTANCE OF DIRECTOR RESIGNATION.**

Following discussion, upon motion duly made, seconded, upon vote and unanimously carried, the Board acknowledged and accepted the resignation of Director Nickless.

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**CONSIDER APPOINTMENT TO FILL BOARD VACANCY/QUALIFICATION OF BOARD MEMBER/OATH OF OFFICE/BOND**

District Counsel Dalton reported that the members of the Board are registered to vote in Colorado and are obligated to pay taxes under a contract to purchase real property within the boundaries of the District. District Counsel Dalton notified the Board that the public official position schedule bond had been obtained and that the Oath of Office had been administered and filed with the District Court.

Upon motion duly made, seconded and unanimously carried, Jennifer Waiton was appointed to the Board as assistant secretary.

Following discussion and upon motion duly made, seconded, upon vote and unanimously carried, the Board appointed Kent Pedersen as President and Matt Thomas as Vice President of the District Board of Directors.

**APPROVAL OF MINUTES:**

The Board reviewed the minutes of the regular meeting held by the Board of Directors of Whispering Pines Metropolitan District No. 1 on February 27, 2019. Following discussion and upon motion duly made by Director Thomas, seconded by Director Custer, upon vote and unanimously carried, the Board approved the minutes of the regular meeting held on February 27, 2019, and authorized Director Pedersen to execute the minutes as constituting a true and correct record of the proceedings of the meeting.

**FINANCIAL ITEMS:**

a. Ratify Payment of Claims. The Board received the Payment of Claims, check #'s 1947 to #1962, totaling \$19,990.25 for ratification.

Following discussion, on motion duly made by Director Custer, seconded by Director Pedersen, upon vote and unanimously carried, the Board ratified the payment of claims in the amount of \$19,990.25.

Further discussion followed on Draw Request 59 and the necessary steps to resolve the outstanding issues.

b. Financial Statement.

District Accountant Simmons walked the Board through the financial statement as of December 31, 2018. The builders have advanced \$146,121 to the District in 2018. Further discussion followed on District Accountant Simmons to capitalize gate expense for the pool. The District will not need to amend the 2018 budget.

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April 24, 2019

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The District has \$2,250.00 in the General Fund; \$1,969,052 in the Capital fund and \$2,240,468.00 in the debt service fund as of December 31, 2018.

Following discussion, upon motion duly by Director Hessler, seconded by Director Custer, upon vote and unanimously carried, the Board accepted the financial statement per the capitalization of pool expenses as presented.

**LEGAL MATTERS: None.**

**DIRECTOR MATTERS: None.**

**MANAGERS MATTERS:**

Clubhouse update: Manager discussed requests from taxpayers for swim lessons to be taught by certified life guard teens. Following discussion, the Board tabled this action until next season.

Manager further discussed Lennar landscaping backyards and not submitting to DRC. Directors Pedersen, Waiton and Hessler will report back to Manager on process.

Manager discussed outstanding issue to finalize certificate of occupancy.

Development Fees: Manager reported that after the last invoicing, CalAtlantic/Lennar has 83; Shea 62 and TriPointe 21 remaining fees to be paid. Manager asked District Accountant and Builders to confirm their numbers.

**OTHER BUSINESS: None**

**ADJOURNMENT:**

There being no further business to come before the Board of Directors at this time, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 9:56 a.m.

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The foregoing minutes constitutes a true and correct copy of the minutes of the joint meeting held on April 24, 2019 and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted,

*Kent Pedum*

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President

*Angela Elliott*

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Secretary for the Meeting



## RECORD OF PROCEEDINGS

### REGULAR MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1

**HELD:** Wednesday, June 26, 2019, at 9:00 a.m., held at 9193 S. Jamaica Street,  
4<sup>th</sup> Floor, Englewood, Colorado

#### **ATTENDANCE:**

A regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; a conference telephone was in use at the meeting location in compliance with C.R.S. 11-57-211 and 24-6-402-(1)(b), with the following directors present and acting:

Kent Pedersen  
Scott Custer  
Matt Thomas  
Debra Hessler  
Jennifer Waiton

Also, present: Tom George, District Legal Counsel, Spencer and Fane; District Accountant John Simmons, Simmons and Wheeler; Michelle Miller, Shea Homes; and, Angela Elliott, District Manager of Teleos Management Group.

#### **CALL TO ORDER:**

The Board noted that a quorum was present for the purpose of conducting a regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 9:05 a.m.

#### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:**

The Board noted that disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State and with the Board of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Board directed that said disclosures be incorporated herein.

#### **PUBLIC COMMENT:**

Homeowners shared their concerns and questions regarding:  
Budgeting, sharing this year's minutes on the website that have been approved; rocks falling on stacked wall near pool area; remove temporary sign at clubhouse, providing trash containers in the pool area; landscaping in common areas; dog stations; the difference between a District and HOA and their operation process; and, design review process.

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**OATH OF OFFICE/BOND-** Not necessary task done at last meeting.

**APPROVAL OF MINUTES:**

The Board reviewed the minutes of the regular meeting held by the Board of Directors of Whispering Pines Metropolitan District No. 1 on April 24, 2019. Following discussion and upon motion duly made by Director Custer, seconded by Director Waiton, upon vote and unanimously carried, the Board approved the minutes of the regular meeting held on April 24, 2019, and authorized Director Pedersen to execute the minutes as constituting a true and correct record of the proceedings of the meeting.

**FINANCIAL ITEMS:**

a. Ratify Payment of Claims. The Board received the Payment of Claims, check #'s 1963 to #1993, totaling \$358,907.87 for ratification and current payment of claims check #'s 1994 to check # 2001 in the amount of \$23,575.32.

Following discussion, on motion duly made by Director Pedersen, seconded by Director Thomas, upon vote and unanimously carried, the Board ratified the payment of claims, subject to confirmation by the 3 builders, in the amount of \$358,907.87 and approved the current payment of claims for operations in the amount of \$23,575.32.

b. Financial Statement.

District Accountant Simmons walked the Board through the financial statement as of March 31, 2019. The District has \$34,085.00 in the General Fund; \$664,561.00 in the Capital fund and \$2,630,743.00 in the debt service fund as of March 31, 2019.

Following discussion, upon motion duly by Director Custer, seconded by Director Pedersen, upon vote and unanimously carried, the Board accepted the financial statements as presented.

c. Review and Accept 2018 Audit. District Accountant Simmons will distribute the 2018 draft audit when received from Stratagem.

**LEGAL MATTERS:** None.

**DIRECTOR MATTERS:** None.

**MANAGERS MATTERS:**

House Bill 19-1050: Manager discussed recent legislation allowing homeowners to xeriscape tree lawns. Design Review Committee is working on language and guidelines

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for allowing and amending the design guidelines. One homeowner is waiting for the guidelines.

Upon motion made by Director Pedersen, seconded by Director Custer, upon vote and carried, the Board approved the changes subject to Design Review Committee review and any additional criteria for regulation and conformity to complement existing tree lawns that were approved by City of Aurora.

Common areas – landscaping update: Manager, Lennar, Bison Ridge, Metco and Keesen walked the entire community for replacement of trees and shrubs and other minor items that need to happen and the District accepted the common areas. All that is remaining is the trail system.

Closure of Clubhouse: Manager discussed closing the clubhouse based on a risk factor and other issues that took place at the pool and clubhouse the past week.

1. A homeowner's guest threw a rock at the clubhouse and broke a window. The homeowner was gracious enough to report it and will pay for the new window. This is a risk for all homeowners should someone get hurt until the window is replaced next week, hopefully by Friday. The closure is to minimize liability and safety issues.
2. There were 2 incidents (that homeowners reported to us) that homeowners are bringing several guests (more than 4) into the clubhouse and utilizing it for a gathering place. This is against the rules. We have a facility agreement whereby homeowners can rent the facility. Renting the clubhouse brings income to the District and offsets the costs to run the facility.
3. A truckload of 12-13 year old children were dropped off at the pool – again not in compliance with the rules that state they must be supervised by an adult- and proceeded to throw the furniture in the pool and using profanity. We are researching the software and have targeted the violator. Which by the way is in your neighborhood.
4. One homeowner let 6 kids in from another neighborhood. Against the rules – this pool is strictly for taxpayers in the District. NO MORE THAN 4 GUESTS.
5. Kids are still throwing rocks in the pool – the pool company is threatening to charge extra for clearing out the rocks in the pool. This could cause damage to the plaster and the filtering system, resulting in closing down the pool for several weeks to have repairs done, not to mention the cost of these repairs.
6. One future homeowner wanted to set up office in the clubhouse until their house was finished and they closed. They are not paying taxes to the District, therefore not allowed to use the facility or pool.

Manager distributed a bid for cameras at the pool and clubhouse. The total of the purchase of the 4 cameras and installation was approximately \$5500. This does not include monthly monitoring, and IP address.

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Following discussion, upon motion made by Director Hessler, seconded by Director Thomas, upon vote and unanimously carried, the Board approved the purchase and installation of the cameras plus additional internet and monitoring not to exceed \$10,000.00.

Homeowners present requested the hours to be changed from 7 am to 9 pm. Following discussion, upon motion made by Director Pedersen, seconded by Director Thomas, upon vote and unanimously carried, the Board approved the change to hours of the pool and clubhouse.

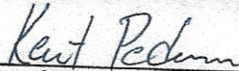
**OTHER BUSINESS: None**

**ADJOURNMENT:**

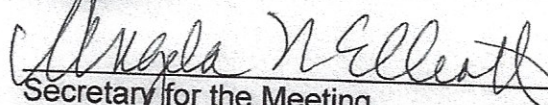
There being no further business to come before the Board of Directors at this time, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 10:20 a.m.

The foregoing minutes constitute a true and correct copy of the minutes of the joint meeting held on June 26, 2019 and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted,



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President

  
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Secretary for the Meeting

## RECORD OF PROCEEDINGS

### SPECIAL MEETING OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1

**HELD:** Thursday, October 17, 2019, at 11:30 a.m., held at 9193 S. Jamaica Street,  
4<sup>th</sup> Floor, Englewood, Colorado

#### **ATTENDANCE:**

A special meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado; a conference telephone was in use at the meeting location in compliance with C.R.S. 11-57-211 and 24-6-402-(1)(b), with the following directors present and acting:

Kent Pedersen  
Scott Custer (excused)  
Matt Thomas  
Debra Hessler  
Jennifer Waiton

Also, present: Matthew Dalton, District Legal Counsel, Spencer and Fane; District Accountant John Simmons, Simmons and Wheeler; Michelle Miller, Shea Homes; Angela Elliott, District Manager of Teleos Management Group and public.

#### **CALL TO ORDER:**

The Board noted that a quorum was present for the purpose of conducting a regular meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1, and the meeting was called to order at 11:33 a.m. by District Counsel Dalton and requested Public Comments to be moved to the end of the agendas as many of the public concerns might be answered during the course of the district's business.

Following discussion, upon motion made, seconded and upon vote, the Board approved moving Public Comment to the end of the agenda.

#### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:**

The Board noted that disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State and with the Board of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Board directed that said disclosures be incorporated herein.

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**APPROVAL OF MINUTES:**

The Board reviewed the minutes of the regular meeting held by the Board of Directors of Whispering Pines Metropolitan District No. 1 on June 26, 2019. Following discussion and upon motion duly made by Director Pedersen, seconded by Director Waiton, upon vote and unanimously carried, the Board approved the minutes of the regular meeting held on June 26, 2019, and authorized Director Pedersen to execute the minutes as constituting a true and correct record of the proceedings of the meeting.

**FINANCIAL ITEMS:**

a. Ratify Payment of Claims. The Board received the Payment of Claims, check #'s 2002 to #2051, totaling \$291,910.99 for ratification and current payment of claims in the amount of \$8,558.95 for check #2053 and 2054.

Following discussion, on motion duly made by Director Pedersen, seconded by Director Hessler, upon vote and unanimously carried, the Board ratified the payment of claims, in the amount of \$291,910.99.

b. Financial Statement.

District Accountant Simmons walked the Board through the financial statement as of June 30, 2019. The District has \$59,207.00 in the General Fund; \$1,967,791.00 in the Capital fund and \$2,715,350.00 in the debt service fund as of June 30, 2019.

District Accountant Simmons discussed the District receiving all property taxes and we look to developer advances if we are short.

Further discussion followed on the Tri-party Funding agreement between the three builders.

Following discussion, upon motion duly by Director Pedersen, seconded by Director Hessler, upon vote and unanimously carried, the Board accepted the financial statements as presented.

c. Discussion on Preliminary 2020 Budget. District Accountant Simmons walked the Board through the preliminary 2020 budget and the change in the residential assessment which allows Districts to increase in order to retain income. He further discussed the debt mill levy remains the same and the proposed 2020 expenditures for all the accounts.

District Accountant Simmons also discussed that the 2019 Capital Fund will need to be amended because the District did not budget for capital improvements.

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**LEGAL MATTERS:**

a. Resolution Concerning Online Notice of Public Meetings. Discussion followed on the Resolution of posting all regular and special meetings of the on the whisperingpinesdistrict.com website. District Counsel Dalton talked about the 2 year program to post on a website and making the 72 hour posting requirement reduced to 24 hour requirement.

Following discussion, upon motion duly made by Director Pedersen, seconded by Director Hessler, upon vote and unanimously carried, the Board adopted the Resolution concerning online notice of public meetings.

**DIRECTOR MATTERS:** None.

**MANAGER MATTERS:**

Mosquito Control: Manager listed Mosquito control as line item A and F under Manager Matters and will delete item F. as It is the same subject. Manager discussed the possible need of hiring Vector for Mosquito Control. Manager has not reached out to Vector for a bid, but based on other communities, it will probably run around \$4500-\$5000 per year.

District Counsel Dalton will give contact information to Manager on another district's contractor for mosquito control and will also check the legalities with the State and our service plan.

This item is tabled until further information.

Discussion and ratification of 2019-2020 Snow Removal Contract:

Following discussion, upon motion made by Director Hessler seconded by Director Thomas, upon vote and unanimously carried, the Board ratified the snow removal contract with Keesen Landscaping Company for 2019-2020.

Discussion and ratification of 2020 Pool Season Contract:

Manager discussed the pool maintenance contract with a new company, Clean Pool, and at a \$5000 savings. The pool has been through its one year warranty.

Following discussion, upon motion made by Director Hessler, seconded by Director Thomas, upon vote and unanimously carried, the Board approved the 2019-2020 pool maintenance contract.

Discussion and ratification of 2020 Clubhouse Maintenance Contract:

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Manager discussed the same terms and amount for the next season with Comfort Services for cleaning the clubhouse.

Following discussion, upon motion made by Director Hessler, seconded by Director Thomas, upon vote and unanimously carried, the Board approved the 2019-2020 cleaning services for the clubhouse.

Discussion and ratification of the 2020 Landscaping Contract:

Manager discussed that next year the landscaping contract will be in the amount of \$81,000. Approximately \$48,000 is for landscaping services and \$34,500 is for native weed control.

Following discussion, upon motion made by Director Hessler, seconded by Director Thomas, upon vote and unanimously carried, the Board approved the 2020 Landscaping Contract and weed control.

Fencing Compliance:

Manager discussed the several homes that are not in compliance with staining the fences according to the design guidelines and whether installed by homeowner or builder, it is the homeowners responsibility to stain the fences.

Following discussion, the Board directed Manager to send an eblast to homeowners that it is the homeowners responsibility, regardless of who installed the fence and all fences need to be painted by end of May.

**OTHER BUSINESS:** Manager discussed the video sent to the Board regarding two wheelers coming from Talyns Reach onto the regional trail.

The Board directed Manager to reach out to City of Aurora for enforcement.

Fultondale CT and entrance – Manager discussed that Bison Ridge was working with Metco on finishing the front entrance and Fultondale Ct which had not been accepted out of warranty by the District. Lennar will follow up.

Clubhouse warranty: Manager walked with Waner Construction, NuStyle and Lennar. Punch list items were identified. NuStyle needs to replace all dead plant materials and reseed the native. Landscaping has not been done and Manager requested that Waner's retainage be held.



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Next Board Meeting: Following discussion, upon motion made by Director Pedersen, seconded by Director Thomas, upon vote and unanimously carried, the Board will hold its Budget Hearing and Special Meeting on November 19, 2019 at 9:00 a.m.

**PUBLIC COMMENT:**

Homeowner Buck requested a separate line item on the budget for the social committee. District Accountant Simmons will add line item.

Homeowner Selitrennikoff distributed literature City of Aurora discussing that lighting left on all night long in the community benefits the safety of homeowners. The Board will discuss the issue.

Homeowners Collins discussed the area behind Langdale needs to be reseeded and discussed water running off into his yard. The Board will look into the issue.

Homeowner Collins further discussed that the common areas off Langdale Way and Otero and Clifton and Little River Way are not completed. The Board will look into the issue.

Homeowner Collins also discussed that some homeowners are against leaving lighting on all through the night.

Homeowner Elliott inquired about the completion of the trail. Director Pedersen discussed the recent meetings with the City and hopeful resolution and completion in the near future.

Homeowner Elliott further discussed the black fencing. Director Pedersen said the fencing is for erosion control and until the City determines that the areas are established, the silt fencing remains.

Homeowner Toussaint discussed the many issues at the pool this past season regarding the cleanliness of the pool. Homeowner Toussaint also discussed the lower bathroom needs a lock and a rug due to the danger of someone slipping; and, more trash cans.

Homeowner Mitchell discussed the danger of the rock wall in the tot park next to the pool. The Board discussed it being a dry stack wall and not intended to be a rock climbing amenity.

Homeowner Mitchell further discussed the dead trees in the large park and the structure is still not installed. The Board will look into the issues with Metco replacing dead trees and when the structure will be installed.

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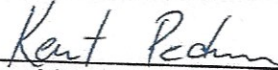
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**ADJOURNMENT:**

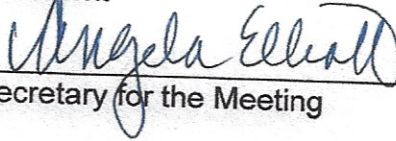
There being no further business to come before the Board of Directors at this time, upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 1:10 p.m.

The foregoing minutes constitute a true and correct copy of the minutes of the joint meeting held on October 17, 2019 and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1.

Respectfully Submitted,



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President



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Secretary for the Meeting

## RECORD OF PROCEEDINGS

### SPECIAL JOINT MEETING AND BUDGET HEARINGS OF THE BOARD OF DIRECTORS OF WHISPERING PINES METROPOLITAN DISTRICT NO. 1 AND WHISPERING PINES METROPOLITAN DISTRICT NO. 2

**HELD:** Tuesday, November 19, 2019, at 9:00 a.m., held at 9193 S. Jamaica Street, 4<sup>th</sup> Floor, Englewood, Colorado

#### **ATTENDANCE:**

A special joint meeting and budget hearings of the Board of Directors of Whispering Pines Metropolitan District No. 1 and Whispering Pines Metropolitan District No. 2, City of Aurora, Arapahoe County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Kent Pedersen  
Matt Thomas  
Debra Hessler  
Scott Custer (excused)  
Jennifer Waiton

Also, present: District Counsel Tom George, Spencer Fane, LLP; District Accountant John Simmons, Simmons and Wheeler, Michelle Miller, Shea Homes; Angela Elliott, District Manager, and public.

#### **CALL TO ORDER:**

The Board noted that a quorum was present for the purpose of conducting a special joint meeting of the Board of Directors of Whispering Pines Metropolitan District No. 1 and Whispering Pines Metropolitan District No. 2, and the meeting was called to order at 9:07 a.m.

#### **DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST:**

The Board noted that disclosure statements had been filed on behalf of the members of the Board of Directors with the Office of the Colorado Secretary of State and with the Board of Directors of the District. Upon motion duly made, seconded and unanimously carried, the Board directed that said disclosures be incorporated herein.

#### **APPROVAL OF MINUTES:**

The Board reviewed the minutes of the regular meeting held by the Board of Directors of Whispering Pines Metropolitan District No. 1 on October 17, 2019. Following discussion and upon motion duly made by Director Waiton, seconded by Director Thomas, upon vote and unanimously carried, the Board approved the minutes, and authorized Director

Pedersen to execute the minutes as constituting a true and correct record of the proceedings of the meeting.

**FINANCIAL MATTERS:**

a. Ratify Payment of Claims. The Board received the Payment of Claims, check #'s 2052 through #2074, totaling \$238,279.46, for ratification and current payment of claims, check #'s 2075 through #2083 totaling \$21,449.38.

Following discussion, on motion duly made by Director Hessler, seconded by Director Pedersen, upon vote and unanimously carried, the Board ratified the payment of claims in the amount of \$238,279.46 and approved the payment of claims in the amount of \$21,449.38.

b. Financial Statement.

Financial Statement. District Accountant Simmons walked the Board through the unaudited financial statement as of September 30, 2019. The builders have advanced \$48,566.00 to the District. The District has \$41,333 in the general fund; \$1,985,409.00 in the Capital fund and \$2,901,257.00 in the debt service fund as of September 30, 2019.

Following discussion, upon motion duly by Director Thomas, seconded by Director Pedersen, upon vote and unanimously carried, the Board accepted the financial statement as presented.

c. Conduct Public Hearing on the proposed 2020 Budget and consider adoption of Resolutions to adopt the 2020 Budget, Set Mill Levies and Appropriate Sums of Money (budget to be distributed) District #1. On behalf of the Board, Director Pedersen opened the public hearing to consider the proposed 2020 Budget and discuss related issues.

It was noted that the publication of Notice stating that the Board would consider adoption of the budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

Homeowner K. Buck presented the following list of questions: Administration expense which I believe is Teleos is going up 24%; Why is the landscaping going up 64%. Our green spaces has not increased; \$12,000 is going into reserves for 2019 and now budgeted for 2020. What is the balance of the reserves and is this the amount going forward that will be used to fund reserves? What is a Treasurer fee?; Why is there a \$39,863 contingency? Why is trash service going up 62%? Property valuation has over doubled (\$11,457,693) but our mill is increasing? The explanation at the Oct 17th meeting is that the assessed value of WP properties are decreasing in 2020. In checking our assessed value from 2018 to 2019, our own (Kathy & Claude) the value has increased by \$5,122. How do

we know the assessed value is decreasing? Overall budget is going up by 55%. Without the election fee it is still going up 47%. Why?; Capital fund. Please explain how the developer advances work? There are some in 2019 (\$755,000) and nothing in 2020. If we are ending 2019 with a fund balance of \$2,770,654 why are we starting the year with what we started 2019 with \$1,945,654? Why are the revenues are exactly the expense? What is the Park and Rec expense? Why was there only \$75,000 in 2019 but it is going up to \$1,845,654? What is a system development fee? Are we paying interest on the bond debt or is it being capitalized? Is there any additional debt being added in 2020 and was there any in 2019; Can we see an updated balance sheet? What is the estimated total evaluation when the project is complete? A concern is the language in paragraph 4. If you remember in the Service plan dated 8/22/05 the district was limited to borrowing \$57,000,000. This paragraph suggests that on 11/1/05 the district eliminated the limitation imposed by the government; We would really like to know how much debt do we have now and how much has been approved but not yet advanced. Are there restrictions on how any new debt can be authorized?

All of homeowner Buck's list of questions were addressed and answered.

No further comments were made, and the public hearing was closed.

Following discussion, the Board considered the adoption of the Resolution to adopt the 2020 Budget, Set Mill Levies and Appropriate Sums of Money for District #1, subject to changes discussed by District Accountant Simmons.

Upon motion duly made by Director Thomas, seconded by Director Pedersen, upon vote and unanimously carried, the District (1) approved the 2019 budget with changes discussed, (2) approved the appropriation and expenditure of funds as detailed therein, (3) approved and adopted a mill levy of 73.476 mills, to be certified by the District for collection in 2019, (4) authorized Director Pedersen as President to sign the necessary documentation, and (5) directed District Accountant Simmons and District Manager Elliott to submit the certification of tax levy to the Board of County Commissioners of Arapahoe County no later than December 15, 2019 and to file the 2020 budget with the Division of Local Government prior to January 30, 2020.

d. Conduct Public Hearing on the Amendment to the 2019 Budget. On behalf of the Board, District Manager Elliott opened the public hearing to consider the proposed Amendment to the 2020 Budget and discuss related issues.

It was noted that the publication of Notice stating that the Board would consider a second amendment to the budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

No further comments were received, and the public hearing was closed.

Following discussions, the Board considered the Resolution to Amend the 2019 Capital Fund from \$0 to \$825,000.00.

Upon motion duly made by Director Hessler, seconded by Director Waiton, upon vote and unanimously carried, the District adopted the Resolution for Amendment to the 2019 Capital Fund Budget.

e. Ratify 2019 Audit Fee Agreement. District Accountant Simmons discussed engaging Stratagem for the preparation of the 2019 Audit.

Following discussion, upon motion made by Director Pedersen, seconded by Director Thomas, upon vote and unanimously carried, the Board approved the 2019 Audit Fee Agreement with Stratagem subject to fee not to exceed \$5000.00.

**ATTORNEY ITEMS:**

A. Consider adoption of Resolution Calling for 2020 Regular Election:

District Counsel George presented the Resolution concerning Regular Election be held on May 5, 2020. The Resolution resolved the election to be conducted by mail ballot and the terms of Directors Waiton, Hessler, and Thomas seats shall expire following the regular election (per revision during meeting). Director Waiton's seat is for a two year term, Directors Hessler and Thomas are for three year terms.

The Resolution further authorizes Becky Johnson of Spencer Fane LLP to serve as Designated Election Official for the conduct of the election and the authority to undertake all reasonable actions to conduct the election.

Upon motion duly made by Director Pedersen, seconded by Director Thomas, upon vote and unanimously carried, the Board adopted the Resolution Concerning Regular Election to be held May 5, 2020.

B. Consider the adoption of Resolution providing Directors Exclusion of Workers Compensation Coverage.

District Counsel George discussed this Resolution is annually adopted. Following discussion, upon motion duly made by Director Pedersen, seconded by Director Thomas, upon vote and unanimously carried, the Board adopted the Resolution Excluding Workers Compensation Coverage.

C. Consider the adoption Resolution adopting the Protection for Consumer Data Privacy.

District Counsel George discussed the Resolution supplementing the Colorado Open Records Act Policy and adopt and implement a policy for the destruction and proper

disposal for paper and electronic documents that contain personal identifying information, a policy protecting personal identifying information from security breaches and a policy notifying Colorado residents following a security breach.

Following discussion, upon motion duly made by Director Pedersen, seconded by Director Thomas, upon vote and unanimously carried, the Board adopted the Resolution Adopting Protection for Consumer Data Policy.

D. Consider adoption of CORA Resolution.

District Counsel George discussed the Resolution designating an official custodian of the records, adopting a records retention schedule, and setting a fee per hour to research and retrieve the documents, among other items.

Following discussion, upon motion duly made by Director Pedersen, seconded by Director Thomas, upon vote and unanimously carried, the Board adopted the Resolution Adopting for CORA.

E. Ratify Continuing Inactive Status for the Whispering Pines Metropolitan District #2:  
Following discussion and upon motion made by Director Thomas, seconded by Director Pedersen, upon vote and unanimously carried, the Board ratified the continuing Inactive Status for Whispering Pines Metropolitan District #2.

**DIRECTOR ITEMS:**

Update on Fultondale Court common area, entrance and clubhouse landscape replacements:

The trees and ADA requirements are still being discussed with City of Aurora on the regional trail system. The City has approved lower portion and contractor will make best effort to get as much done this season as weather allows. Engineer has submitted new plans for the southern portion and behind clubhouse but this area will not be done this year.

Discussion followed on erosion control and berming. Entrance, clubhouse landscape replacements and Fultondale Court will be addressed next season.

**MANAGERS ITEMS:**

2020 Meeting Dates:

Manager Elliott discussed meeting schedule for 2020.

Following discussion and upon motion duly made, seconded, upon vote and unanimously carried, the Board approved the meeting schedule of: February 25, April 28, June 30, October 27, and November 24, 2020, 9:00 a.m., at Lennar's Office.

2020 Administrative Resolution.

Manager Elliott presented the Resolution concerning 2020 Annual Administrative Matters authorizing certain tasks to be performed by the Manager, Accountant and Legal Counsel on a recurring basis in the operation of the District.

The Board discussed keeping the same officers; same newspaper and posting will be on website.

Following discussion and upon motion duly made by Director Pedersen, seconded by Director Hessler, upon vote and unanimously carried, the Board approved the 2020 Administration Resolution.

Discussion and possible action on lighting guidelines/restrictions.

Discussion followed on the guidelines. The Board has not done enough diligence to make modifications. Standard exterior lights attached to homes are fine to staying on.

An ad hoc committee consisting of Homeowners Collins, Guignard and Selitrennikoff volunteered to serve on the committee.

Design applications processed/violations outstanding

Manager Elliott discussed that 45 letters were send out to homeowners who had not completed their landscaping per the guidelines timeframe. Twenty nine of the 45 were approved; four were granted extensions to install next season; two were not through the design process yet and ten failed to respond. Manager Elliott will send out letters and if no response, fines will be levied.

Fitness Class

Manager Elliott discussed a new homeowner would like to hold fitness classes at the clubhouse. She will charge \$5-6 per participant. The Garage would be ideal for now and then weather permitting will hold on the deck.

The Board discussed the proposal and cannot allow a homeowner to charge residents without renting the clubhouse. The classes must be free to allow use of the clubhouse at no charge.

**OTHER BUSINESS:**

Manager Elliott discussed the flags flying that are tattered with the board. Manager Elliott will inspect the flags.

Manager Elliott discussed she is ready to bill again for System Development Fees and then will have a report at the next meeting of remaining fees owed.



**PUBLIC COMMENT/ACTION LIST:**

Homeowner commented about the area in the large park still not complete. Director Pedersen discussed the structures have arrived in Colorado.

Manager Elliott to send email to homeowners who have not changed their timers on landscape lights since daylight savings is over.

Discussion followed on a homeowner directory. Manager Elliott to check with webmaster on a secure portal to add directory. Manager Elliott will also work with Social Committee on the directory.

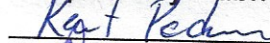
Manager Elliott was directed to send an eblast to homeowners in February on how many seats and terms are available and for the homeowners to coordinate in order to avoid a full election.

**ADJOURNMENT:**

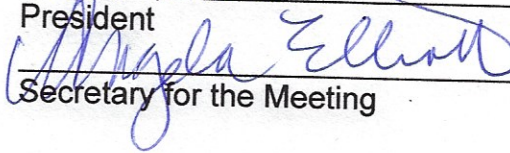
There being no further business to come before the Board of Directors at this time, upon motion duly made, seconded, upon vote and unanimously carried, the meeting was adjourned at 10:34 a.m.

The foregoing minutes constitutes a true and correct copy of the minutes of the joint meeting held on November 19, 2019 and was approved by the Board of Directors of the Whispering Pines Metropolitan District No. 1 and No. 2.

Respectfully Submitted,



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President



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Secretary for the Meeting